

EXHIBIT 3

Claim Number: 100329

4. (If the claim is founded on writing.) The writing on which this claim is founded (or a duplicate thereof) is attached hereto (or cannot be attached for the reason set forth in the following statement).

5. (If appropriate,) This claim is founded on an open account, which became (or will become) due on _____, as shown by the itemized statement attached hereto. Unless it is attached hereto or its absence is explained in an attached statement, no note or other negotiable instrument has been received for the account or any part of it.

PROOF OF CLAIM

CLAIM NUMBER

6. No judgment has been rendered on the claim except:

7. The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8. This claim is not subject to any set-off or counterclaim except:

9. No security interest is held for this claim except:

~~(If security interest in property of the debtor is claimed)~~ The undersigned claims the security interest under the writing referred to in paragraph 4 hereof. Evidence of perfection of such security interest is also attached hereto.

10. This claim is an unsecured claim, except to the extent that the security interest, if any, described in paragraph 9 is sufficient to satisfy the claim. It is not entitled to priority unless the reason for priority and the amount claimed as priority is set forth below.

\$10,950 is an allowed unsecured claim entitled to priority under 11 U.S.C. § 507(a)(4)(A).

11. If claimant has obtained this claim by assignment, a copy or explanation of said assignment is attached hereto.

Name of Creditor (PRINT OR TYPE) Andrew Madoff

Signature: 

Title (Corporate Officer, Partner, or Agent): Employee/director

**IT IS A VIOLATION OF FEDERAL LAW TO FILE A FRAUDULENT CLAIM. CONVICTION
CAN RESULT IN A FINE OF NOT MORE THAN \$50,000 OR IMPRISONMENT FOR NOT
MORE THAN 5 YEARS OR BOTH.**

**ATTACHMENT TO PROOF OF CLAIM OF
ANDREW MADOFF**

1. On December 15, 2008 (the "Filing Date"), the Honorable Louis L. Stanton, United States District Court Judge for the Southern District of New York, entered the Order Commencing Liquidation (the "Liquidation Order") with respect to Bernard L. Madoff Investment Securities, LLC ("BLMIS" or the "Debtor") pursuant to the provisions of the Securities Investor Protection Act of 1970, 15 U.S.C. § 78aaa *et seq.*, as amended ("SIPA"). Pursuant to the Liquidation Order, the BLMIS proceeding (the "SIPA Proceeding") was removed to the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") in the case captioned *Securities Investor Protection Corporation v. Bernard L. Madoff Investment Securities, LLC*, Adv. Proc. No. 08-01789 (SIPA) (Bankr. S.D.N.Y. 2008).

2. On December 23, 2008, the Bankruptcy Court entered the Order *Approving Form and Manner of Publication and Mailing of Notices; Specifying Procedures for Filing, Determination, and Adjudication of Claims; and Providing Other Relief* (the "SIPA Bar Date Order") which, *inter alia*, established July 2, 2009, as the deadline (the "SIPA Bar Date") by which all creditors of BLMIS must file proofs of claim in the Debtor's SIPA Proceeding.

3. On June 9, 2009, the Honorable Burton R. Lifland, United States Bankruptcy Court Judge for the Southern District of New York, entered the *Consent Order Substantively Consolidating the Estate of Bernard L. Madoff into the SIPA Proceeding of Bernard L. Madoff Investment Securities LLC and Expressly Preserving All Rights, Claims and Powers of Both Estates* (the "Consolidation Consent Order"). Pursuant to the

Consolidation Consent Order, Bernard L. Madoff's Chapter 7 Case, No. 09-11893 (BRL) (the "Madoff Chapter 7 Case"), was substantively consolidated with the SIPA Proceeding.

4. This Proof of Claim is accordingly filed by and on behalf of Andrew Madoff (the "Claimant") for monies owing to him by BLMIS for services performed by the Claimant as a director in the proprietary trading and market making businesses of BLMIS and for Claimant's claims for fraudulent inducement against the Debtor concerning Claimant's investment in Madoff Securities International Ltd.

5. This amount constitutes (1) the balance of Claimant's Deferred Compensation Account which was maintained at BLMIS (Account No. 1-M0006-3) ("Deferred Compensation Account") (\$40,624,525; most recent available statement attached as Exhibit A); (2) Claimant's salary payment for December 1, 2008 through December 11, 2008 (\$66,251.95; 2008 W-2 tax statement attached as Exhibit B); and (3) Claimant's investment in Madoff Securities International Ltd (\$5,000,000).

6. Reference is made to the *Madoff General Claim Form* to which this attachment is made (the "Madoff General Claim Form"). As set forth therein, as of the filing of this Proof of Claim, BLMIS was, and still is, indebted and/or liable to the Claimant for cash in an amount of no less than \$45,690,776.95 arising from BLMIS's obligation to pay the Claimant the amounts accrued in Claimant's Deferred Compensation Account, as well as Claimant's December 2008 salary, and Claimant's investment in Madoff Securities International Ltd.

7. Concurrently with filing this Proof of Claim, Claimant is filing two SIPC customer claims for BLMIS Account Nos. 1-M0107-3 and 1-M0108-3 (together, the "Customer Claims"). To the extent that Claimant's Customer Claims are not honored or paid

in full in the SIPA Proceeding, Claimant reserves all rights to assert such claims in this proceeding. Nothing herein is or shall be intended to re-characterize any of Claimant's claims asserted in the Customer Claims, which shall remain submitted as Customer Claims in their entirety.

8. In addition, Claimant hereby asserts a contingent claim in respect of the possible assertion of any avoidance cause of action (or any similar cause of action seeking recovery of any transfers to Claimant) against Claimant and a claim, in an amount to be determined, based upon the avoidance of transfers to Claimant; provided, however, that Claimant's assertion of such claims shall not constitute an admission of any kind whatsoever by Claimant of the avoidability of any transfers made to Claimant or any wrongdoing on Claimant's part.

* * * * *

9. Claimant has filed this Proof of Claim under compulsion of the SIPA Bar Date Order and to protect Claimant from forfeiture of its claim against the Debtor by reason of the SIPA Bar Date. Claimant hereby expressly reserves the right to amend and/or supplement this Proof of Claim at any time and in any manner, including, without limitation to assert claims for interest, fees, penalties, charges, attorneys fees and expenses accrued before or after the Filing Date. Claimant further reserves the right to file additional proofs of claim or applications for allowance of administrative expenses or other priority status in this or any other proceeding arising from or related to the claims described herein, including for treatment as provided in section 503(b) of the Bankruptcy Code.

10. In executing and filing this Proof of Claim, Claimant does not waive any obligation owed to Claimant by BLMIS or any past, present or future breaches of agreements by BLMIS. Claimant further does not waive, and this Proof of Claim shall not be deemed or construed to waive, any claims or right to assert any claims, or preserve any remedies, Claimant has against BLMIS or its affiliates, whether arising from or related to transactions described herein or otherwise. Claimant believes such claims are substantial and reserves all of its rights and remedies in connection therewith. In particular, and without limitation, Claimant reserves all of his rights with respect to all claims for fraudulent inducement against the Debtor concerning the Claimant's investment of \$5,000,000 in Madoff Securities International Ltd.

11. The filing of this Proof of Claim is not and shall not be deemed or construed as: (a) a waiver or release of Claimant's rights against any person, entity, or property; (b) a consent by Claimant to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Claimant; (c) a waiver or release of Claimant's right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a consent by Claimant to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (e) a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or

proceedings entered only after *de novo* review by a United States District Court Judge; (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in this case against or otherwise involving Claimant; or (g) an election of remedies.

12. All notices regarding this Proof of Claim should be sent to: Andrew Madoff, [REDACTED] with copies to Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019-6064, Telephone: (212) 373-3000, Attention: Martin Flumenbaum.

THE FOREGOING CLAIM IS TRUE AND ACCURATE TO THE BEST OF MY INFORMATION AND BELIEF.


Andrew Madoff

Exhibit A

PORTFOLIO DISPLAY

ACCOUNTS--> IMDS05 3 MARKET MADOFF	From: 1/01/84 to 1/31/85
Initial Investment----->	14,005,877.82CR
Prof Under Benchmark Return FTY Y----->	13,978,199.51
Adjustments----->	
Capital Additions----->	
Capital Withdrawals----->	
Net Working Capital----->	14,005,877.82CR
Benchmark Return of 24 % for 365 Days-->	3,370,620.02CR
Capital Gains/Losses----->	
Dividends/Interest----->	
Realized P/L----->	
Unrealized P/L----->	
Profits Withdrawn----->	
Over/Under Benchmark Return (This Year)-->	3,370,620.02-
Current Cash Balance----->	.31CR
Market Value of Open Positions----->	27,678.00
Total Equity----->	27,678.31CR
PRIOR YEAR END EQUITY----->	27,678.31CR
ANNUALIZED RETURN FOR CURRENT YEAR-->	.00 %
Buying Power	28 Over/Under 17,349- End 7 = EXIT

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 224

4-4000-1
4-4000-1
1
40/75/1

[illegible]

Exhibit B

[illegible]

ELISS, RIFKIND, WHARTON & GARRISON LLP
AVENUE OF THE AMERICAS - NEW YORK, NY 10019-8084

HAND DELIVERY

PS/Ship - Voucher

Page 1 of 2

To
A&P Partners LLP
c/o Baker & Hostetler LLP
45 Rockefeller Plaza
New York, NY 10111 US
212-373-3512

From
HANNAN G. SHULL
(04786)
Paul Weiss LLP
1285 Avenue of the
Americas
New York, NY 10019 US

PWRWG0164486



Service

Roundtrip
Hand Delivery by 11:00 AM

Instructions

May be left unattended in a
safe place
Messenger needs to wait for
signature. SUPER RUSH

Options

Signature required

Reference

019097.00001

Operator

CLAUDETTE W WILSON
2072
cwilson@paulweiss.com

Vendor

Tracking

Price

Packing/directions

Case

	Signature	Name	Date
Delivered to			
Delivered by			

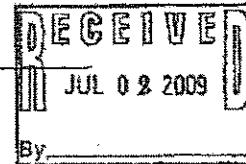
NY-019
↑
610-019



Bernard L. Madoff Investment Securities LLC
Case No. 08-01789-BRL
U.S. Bankruptcy Court for the Southern District of New York
Claim Number: 100328

PROOF OF CLAIM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK



IN RE

) Adv. Proc. No. 08-01789-BRL

BERNARD L. MADOFF
INVESTMENT SECURITIES LLC,

) Amount of Claim \$53,848,721.06

Debtor.

) Claimed As: ☒ General Unsecured
) ☒ Priority (see Paragraph 10)
) ☐ Secured (see Paragraph 9)
)

1. Name of Creditor
(Print or Type):

Mark Madoff

Mailing Address:

[REDACTED]

City

[REDACTED]

State

[REDACTED]

Zip Code:

[REDACTED]

2. The debtor was, at the time of the filing of the petition initiating this case, and still is indebted (or liable) to this claimant in the sum of \$53,848,721.06.

3. The consideration for this debt (or ground of liability) is as follows:

Services Rendered — See Attachment

4. (If the claim is founded on writing.) The writing on which this claim is founded (or a duplicate thereof) is attached hereto (or cannot be attached for the reason set forth in the following statement).

5. (If appropriate,) This claim is founded on an open account, which became (or will become) due on _____, as shown by the itemized statement attached hereto. Unless it is attached hereto or its absence is explained in an attached statement, no note or other negotiable instrument has been received for the account or any part of it.

PROOF OF CLAIM) CLAIM NUMBER
)

6. No judgment has been rendered on the claim except:

7. The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8. This claim is not subject to any set-off or counterclaim except:

9. No security interest is held for this claim except:

(If security interest in property of the debtor is claimed) The undersigned claims the security interest under the writing referred to in paragraph 4 hereof. Evidence of perfection of such security interest is also attached hereto.

10. This claim is an unsecured claim, except to the extent that the security interest, if any, described in paragraph 9 is sufficient to satisfy the claim. It is not entitled to priority unless the reason for priority and the amount claimed as priority is set forth below.

\$10,950 is an allowed unsecured claim entitled to priority under 11 U.S.C. § 507(a)(4)(A).

11. If claimant has obtained this claim by assignment, a copy or explanation of said assignment is attached hereto.

Name of Creditor (PRINT OR TYPE) Mark Madoff

Signature: Mark Madoff

Title (Corporate Officer, Partner, or Agent): Employee/director

IT IS A VIOLATION OF FEDERAL LAW TO FILE A FRAUDULENT CLAIM. CONVICTION
CAN RESULT IN A FINE OF NOT MORE THAN \$50,000 OR IMPRISONMENT FOR NOT
MORE THAN 5 YEARS OR BOTH.

ATTACHMENT TO PROOF OF CLAIM OF
MARK MADOFF

1. On December 15, 2008 (the "Filing Date"), the Honorable Louis L. Stanton, United States District Court Judge for the Southern District of New York, entered the Order Commencing Liquidation (the "Liquidation Order") with respect to Bernard L. Madoff Investment Securities, LLC ("BLMIS" or the "Debtor") pursuant to the provisions of the Securities Investor Protection Act of 1970, 15 U.S.C. § 78aaa *et seq.*, as amended ("SIPA"). Pursuant to the Liquidation Order, the BLMIS proceeding (the "SIPA Proceeding") was removed to the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") in the case captioned *Securities Investment Protection Corporation v. Bernard L. Madoff Investment Securities, LLC*, Adv. Proc. No. 08-01789 (SIPA) (Bankr. S.D.N.Y. 2008).

2. On December 23, 2008, the Bankruptcy Court entered the Order *Approving Form and Manner of Publication and Mailing of Notices; Specifying Procedures for Filing, Determination, and Adjudication of Claims; and Providing Other Relief* (the "SIPA Bar Date Order") which, *inter alia*, established July 2, 2009, as the deadline (the "SIPA Bar Date") by which all creditors of BLMIS must file proofs of claim in the Debtor's SIPA Proceeding.

3. On June 9, 2009, the Honorable Burton R. Lifland, United States Bankruptcy Court Judge for the Southern District of New York, entered the *Consent Order Substantively Consolidating the Estate of Bernard L. Madoff into the SIPA Proceeding of Bernard L. Madoff Investment Securities LLC and Expressly Preserving All Rights, Claims and Powers of Both Estates* (the "Consolidation Consent Order"). Pursuant to the

Consolidation Consent Order, Bernard L. Madoff's Chapter 7 Case, No. 09-11893 (BRL) (the "Madoff Chapter 7 Case"), was substantively consolidated with the SIPA Proceeding.

4. This Proof of Claim is accordingly filed by and on behalf of Mark Madoff (the "Claimant") for monies owing to him by BLMIS for services performed by the Claimant as a director in the proprietary trading and market making businesses of BLMIS and for Claimant's claims for fraudulent inducement against the Debtor concerning Claimant's investment in Madoff Securities International Ltd.

5. This amount constitutes (1) the balance of Claimant's Deferred Compensation Account which was maintained at BLMIS (Account No. 1-M0009-3) ("Deferred Compensation Account") (\$44,815,520; most recent available statement attached as Exhibit A); (2) Claimant's salary payment for December 1, 2008 through December 11, 2008 (\$33,201.06; 2008 W-2 tax statement attached as Exhibit B); (3) Claimant's 2007 bonus (\$2,000,000); (4) Claimant's 2008 bonus (\$2,000,000); and (4) Claimant's investment in Madoff Securities International Ltd. (\$5,000,000).

6. Reference is made to the *Madoff General Claim Form* in which this attachment is made (the "Madoff General Claim Form"). As set forth therein, as of the filing of this Proof of Claim, BLMIS was, and still is, indebted and/or liable to the Claimant for cash in an amount of no less than \$53,848,721.06 arising from BLMIS's obligation to pay the Claimant the amounts accrued in Claimant's Deferred Compensation Account, as well as Claimant's December 2008 salary, 2007 and 2008 bonuses, and Claimant's investment in Madoff Securities International Ltd.

7. In addition, Claimant hereby asserts a contingent claim in respect of the possible assertion of any avoidance cause of action (or any similar cause of action seeking

recovery of any transfers to Claimant) against Claimant and a claim, in an amount to be determined, based upon the avoidance of transfers to Claimant; provided, however, that Claimant's assertion of such claims shall not constitute an admission of any kind whatsoever by Claimant of the avoidability of any transfers made to Claimant or any wrongdoing on Claimant's part.

* * * * *

8. Claimant has filed this Proof of Claim under compulsion of the SIPA Bar Date Order and to protect Claimant from forfeiture of its claim against the Debtor by reason of the SIPA Bar Date. Claimant hereby expressly reserves the right to amend and/or supplement this Proof of Claim at any time and in any manner, including, without limitation to assert claims for interest, fees, penalties, charges, attorneys fees and expenses accrued before or after the Filing Date. Claimant further reserves the right to file additional proofs of claim or applications for allowance of administrative expenses or other priority status in this or any other proceeding arising from or related to the claims described herein, including for treatment as provided in section 503(b) of the Bankruptcy Code.

9. In executing and filing this Proof of Claim, Claimant does not waive any obligation owed to Claimant by BLMIS or any past, present or future breaches of agreements by BLMIS. Claimant further does not waive, and this Proof of Claim shall not be deemed or construed to waive, any claims or right to assert any claims, or preserve any remedies, Claimant has against BLMIS or its affiliates, whether arising from or related to transactions described herein or otherwise. Claimant believes such claims are substantial and reserves all of its rights and remedies in connection therewith. In particular, and without

limitation, Claimant reserves all of his rights with respect to all claims for fraudulent inducement against the Debtor concerning the Claimant's investment of \$5,000,000 in Madoff Securities International Ltd.

10. The filing of this Proof of Claim is not and shall not be deemed or construed as: (a) a waiver or release of Claimant's rights against any person, entity, or property; (b) a consent by Claimant to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Claimant; (c) a waiver or release of Claimant's right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a consent by Claimant to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (e) a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or proceedings entered only after *de novo* review by a United States District Court Judge; (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in this case against or otherwise involving Claimant; or (g) an election of remedies.

11. All notices regarding this Proof of Claim should be sent to: Mark Madoff, [REDACTED] with copies to Paul, Weiss,

Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York

10019-6064, Telephone: (212) 373-3000, Attention: Martin Phmenbaum.

THE FOREGOING CLAIM IS TRUE AND ACCURATE TO THE BEST OF MY
INFORMATION AND BELIEF.

Mark Madoff
Mark Madoff

Exhibit A

POSTOFFICE AGREEMENT/REPORT BY 06/18/1997

PAGE 53

1. NAME OF THE POSTOFFICE	2. NAME OF THE POSTMASTER
3. ADDRESS OF THE POSTOFFICE	4. CITY AND STATE
5. ZIP CODE	6. PHONE NUMBER
7. MAILING PERIOD	8. MAILING METHOD
9. MAILING FREQUENCY	10. MAILING DATES
11. MAILING TIMES	12. MAILING VOLUMES
13. MAILING COSTS	14. MAILING REVENUES
15. MAILING PROFITS	16. MAILING LOSSES
17. MAILING GAINS	18. MAILING NETS
19. MAILING TOTALS	20. MAILING AVERAGES
21. MAILING PERCENTS	22. MAILING RATIOS
23. MAILING TENDENCIES	24. MAILING TRENDS
25. MAILING PATTERNS	26. MAILING BEHAVIORS
27. MAILING HABITS	28. MAILING CUSTOMS
29. MAILING TRADITIONS	30. MAILING CONVENTIONS
31. MAILING STANDARDS	32. MAILING CRITERIA
33. MAILING MEASURES	34. MAILING INDICES
35. MAILING COEFFICIENTS	36. MAILING CORRELATIONS
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99. MAILING COEFFICIENTS	100. MAILING CORRELATIONS

Exhibit B

Form W-2 Wage and Tax Statement 2008 Employer's name (print or type) Richard L. Madoff Investment Securities LLC 885 Third Avenue New York, NY 10022		COPY 2 To be filed with Employment PENSION, Tax Return With the IRS at tax-exempt status		1 Enter the other employee's 602950 00		3 Federal income tax withheld 223783 42	
4 Employee's name (print or type) Mark Madoff [Redacted]		5 Social Security number 142000 00		7 Medicare wages and tips 7000 150 00		8 Social Security tax withheld 5204 00	
6 Employee's home address and ZIP code Mark Madoff [Redacted]		9 Allocated type 0		10 Address ID program 14818 18		11 Other Social Security 2200 00	
12 State income tax NY 602950 00		13 State income tax 72002 21		14 Local income tax 602950 00		15 Local income tax 36228 00	
Form W-2 Wage and Tax Statement 2008 Department of the Treasury - Internal Revenue Service		Date, month, YEAR 1900		Date, month, YEAR 1900		Date, month, YEAR 1900	
Form W-2 Wage and Tax Statement 2008 Employer's name (print or type) Richard L. Madoff Investment Securities LLC 885 Third Avenue New York, NY 10022		COPY 2 To be filed with Employer's State, City or Local Tax Return		1 Enter the other employee's 602950 00		3 Federal income tax withheld 223783 42	
4 Employee's name (print or type) Mark Madoff [Redacted]		5 Social Security number 142000 00		7 Medicare wages and tips 7000 150 00		8 Social Security tax withheld 5204 00	
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Form W-2 Wage and Tax Statement 2008 Department of the Treasury - Internal Revenue Service		Date, month, YEAR 1900		Date, month, YEAR 1900		Date, month, YEAR 1900	
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12 State income tax NY 602950 00		13 State income tax 72002 21		14 Local income tax 602950 00		15 Local income tax 36228 00	
Form W-2 Wage and Tax Statement 2008 Department of the Treasury - Internal Revenue Service		Date, month, YEAR 1900		Date, month, YEAR 1900		Date, month, YEAR 1900	

1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10012-6084

丁巳年正月十四日 丁巳年正月十四日
 丁巳年正月十四日 丁巳年正月十四日

LYON K. CARLSON	(1944-1991)
RANDOLPH E. PALM	(1944-1988)
ANDREW H. BRIDGEMAN	(1950-1992)
LOUIS E. WELLS	(1957-1994)
JOHN F. TITMANTON	(1957-1977)

WINTER'S DIRECT DIAL NUMBERS

212-373-3191

WATSON'S DIRECT PAGES 100-101

212-492-0191

WRITER'S DIRECT E-MAIL ADDRESS:

mfurnerbaum@paulweiss.com

2201 K STREET NW
WASHINGTON, DC 20006-1042
FAX: 202-462-1002 FAX: 202-462-1002
FAX: 202-462-1002 FAX: 202-462-1002

FUKUKA STEEL BUILDING
 3-2 KOGANEIYACHINO 3-CHOME
 CHITOSE-KU, TOKYO 186-0041, JAPAN
 TELEPHONE (03)-3567-6101
 FACSIMILE (03)-3567-5125

UNIT 3501, FORTUNE PLAZA OFFICE TOWER A
NO. 7 DONG MANGROAD EXHIBITION
CHAO YANG DISTRICT
BEIJING 100020
PEOPLES REPUBLIC OF CHINA
TELEPHONE (86-10) 8520-4500
FACSIMILE (86-10) 8520-5090

12TH FLOOR HONG KONG CLUB BUILDING
84 CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2522-2933
FACSIMILE (852) 2526-0630

ALLEN CASTLE
10 HOBBS STREET
LONDON EC4N 7AU, U.K.
TELEPHONE (44 20) 7367 1000
FACSIMILE (44 20) 7367 1000

[illegible][illegible]

July 2, 2009

By Hand Delivery

Irving H. Picard, Esq.
Baker and Hostetler LLP
45 Rockefeller Plaza, 11th Floor
New York, NY 10111

Dear Mr. Picard:

Enclosed please find Customer Claims and Proofs of Claim for Mark and Andrew Madoff. The original versions of these forms were sent to the Claims Processing Center in Dallas, Texas this week. However, we have not received confirmation that such forms were received by the Claims Agent. Therefore, in an abundance of caution, we submit these copies to your office to ensure that we meet the July 2 SIPA deadline.

Please contact me if you have any questions.

Sincerely,

Martin Flumenbaum

Enclosures

ELISS, RIFKIND, WHARTON & GARRISON LLP
AVENUE OF THE AMERICAS • NEW YORK, NY 10019-5054

HAND DELIVERY

PS(Slip) - Voucher

Page 1 of 2

To
All Partners LLP
c/o Baker & Hostetler LLP
48 Rockefeller Plaza
New York, NY 10111 US
212-373-3512

From
HANNAH S. SHOLL
(04795)
Paul Weiss LLP
1285 Avenue of the
Americas
New York, NY 10018 US

PWRWG0164486



Service

Relationship
Hand Delivery by 11:00 AM

Instructions

May be left unattended in a
safe place
Messenger needs to wait for
signature. SUPER RUSH

Options

Signature required

Reference

016997.00001

Operator

CLAUDETTE W WILSON
2072
cwilson@paulweiss.com

Vendor

Tracking

Price

Package/Dimensions

Other

	Signature	Name	Date
Delivered to			
Delivered by			

NY-010

NY-010

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

JUL 06 2003

Adv. Proc. No. 08-01789-BRL

Amount of Claim \$45,690,776.95

Claimed As: ☒ General Unsecured
☒ Priority (see Paragraph 10)
☐ Secured (see Paragraph 9)

1. Name of Creditor
(Print or Type): Andrew Madoff
- Mailing Address: [REDACTED]
- City [REDACTED] State [REDACTED] Zip Code: [REDACTED]
-
2. The debtor was, at the time of the filing of the petition initiating this case, and still is indebted (or liable) to this claimant in the sum of \$45,690,776.95.
-
3. The consideration for this debt (or ground of liability) is as follows:
- Services Rendered – See Attachment
-
4. (If the claim is founded on writing.) The writing on which this claim is founded (or a duplicate thereof) is attached hereto (or cannot be attached for the reason set forth in the following statement).

5. (If appropriate,) This claim is founded on an open account, which became (or will become) due on _____, as shown by the itemized statement attached hereto. Unless it is attached hereto or its absence is explained in an attached statement, no note or other negotiable instrument has been received for the account or any part of it.

PROOF OF CLAIM)
) CLAIM NUMBER

-
6. No judgment has been rendered on the claim except:

-
7. The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

-
8. This claim is not subject to any set-off or counterclaim except:

-
9. No security interest is held for this claim except:

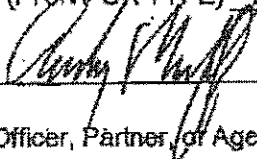
(If security interest in property of the debtor is claimed) The undersigned claims the security interest under the writing referred to in paragraph 4 hereof. Evidence of perfection of such security interest is also attached hereto.

-
10. This claim is an unsecured claim, except to the extent that the security interest, if any, described in paragraph 9 is sufficient to satisfy the claim. It is not entitled to priority unless the reason for priority and the amount claimed as priority is set forth below.

\$10,950 is an allowed unsecured claim entitled to priority under 11 U.S.C. § 507(a)(4)(A).

11. If claimant has obtained this claim by assignment, a copy or explanation of said assignment is attached hereto.

Name of Creditor (PRINT OR TYPE) Andrew Madoff

Signature: 

Title (Corporate Officer, Partner, or Agent): Employee/director

**IT IS A VIOLATION OF FEDERAL LAW TO FILE A FRAUDULENT CLAIM. CONVICTION
CAN RESULT IN A FINE OF NOT MORE THAN \$50,000 OR IMPRISONMENT FOR NOT
MORE THAN 5 YEARS OR BOTH.**

**ATTACHMENT TO PROOF OF CLAIM OF
ANDREW MADOFF**

1. On December 15, 2008 (the "Filing Date"), the Honorable Louis L. Stanton, United States District Court Judge for the Southern District of New York, entered the Order Commencing Liquidation (the "Liquidation Order") with respect to Bernard L. Madoff Investment Securities, LLC ("BLMIS" or the "Debtor") pursuant to the provisions of the Securities Investor Protection Act of 1970, 15 U.S.C. § 78aaa *et seq.*, as amended ("SIPA"). Pursuant to the Liquidation Order, the BLMIS proceeding (the "SIPA Proceeding") was removed to the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") in the case captioned *Securities Investment Protection Corporation v. Bernard L. Madoff Investment Securities, LLC*, Adv. Proc. No. 08-01789 (SIPA) (Bankr. S.D.N.Y. 2008).

2. On December 23, 2008, the Bankruptcy Court entered the *Order Approving Form and Manner of Publication and Mailing of Notices; Specifying Procedures for Filing, Determination, and Adjudication of Claims; and Providing Other Relief* (the "SIPA Bar Date Order") which, inter alia, established July 2, 2009, as the deadline (the "SIPA Bar Date") by which all creditors of BLMIS must file proofs of claim in the Debtor's SIPA Proceeding.

3. On June 9, 2009, the Honorable Burton R. Lifland, United States Bankruptcy Court Judge for the Southern District of New York, entered the *Consent Order Substantively Consolidating the Estate of Bernard L. Madoff into the SIPA Proceeding of Bernard L. Madoff Investment Securities LLC and Expressly Preserving All Rights, Claims and Powers of Both Estates* (the "Consolidation Consent Order"). Pursuant to the

Consolidation Consent Order, Bernard L. Madoff's Chapter 7 Case, No. 09-11893 (BRL) (the "Madoff Chapter 7 Case"), was substantively consolidated with the SIPA Proceeding.

4. This Proof of Claim is accordingly filed by and on behalf of Andrew Madoff (the "Claimant") for monies owing to him by BLMIS for services performed by the Claimant as a director in the proprietary trading and market making businesses of BLMIS and for Claimant's claims for fraudulent inducement against the Debtor concerning Claimant's investment in Madoff Securities International Ltd.

5. This amount constitutes (1) the balance of Claimant's Deferred Compensation Account which was maintained at BLMIS (Account No. 1-M0006-3) ("Deferred Compensation Account") (\$40,624,525; most recent available statement attached as Exhibit A); (2) Claimant's salary payment for December 1, 2008 through December 11, 2008 (\$66,251.95; 2008 W-2 tax statement attached as Exhibit B); and (3) Claimant's investment in Madoff Securities International Ltd (\$5,000,000).

6. Reference is made to the *Madoff General Claim Form* to which this attachment is made (the "Madoff General Claim Form"). As set forth therein, as of the filing of this Proof of Claim, BLMIS was, and still is, indebted and/or liable to the Claimant for cash in an amount of no less than \$45,690,776.95 arising from BLMIS's obligation to pay the Claimant the amounts accrued in Claimant's Deferred Compensation Account, as well as Claimant's December 2008 salary, and Claimant's investment in Madoff Securities International Ltd.

7. Concurrently with filing this Proof of Claim, Claimant is filing two SIPC customer claims for BLMIS Account Nos. 1-M0107-3 and 1-M0108-3 (together, the "Customer Claims"). To the extent that Claimant's Customer Claims are not honored or paid

in full in the SIPA Proceeding, Claimant reserves all rights to assert such claims in this proceeding. Nothing herein is or shall be intended to re-characterize any of Claimant's claims asserted in the Customer Claims, which shall remain submitted as Customer Claims in their entirety.

8. In addition, Claimant hereby asserts a contingent claim in respect of the possible assertion of any avoidance cause of action (or any similar cause of action seeking recovery of any transfers to Claimant) against Claimant and a claim, in an amount to be determined, based upon the avoidance of transfers to Claimant; provided, however, that Claimant's assertion of such claims shall not constitute an admission of any kind whatsoever by Claimant of the avoidability of any transfers made to Claimant or any wrongdoing on Claimant's part.

* * * * *

9. Claimant has filed this Proof of Claim under compulsion of the SIPA Bar Date Order and to protect Claimant from forfeiture of its claim against the Debtor by reason of the SIPA Bar Date. Claimant hereby expressly reserves the right to amend and/or supplement this Proof of Claim at any time and in any manner, including, without limitation to assert claims for interest, fees, penalties, charges, attorneys fees and expenses accrued before or after the Filing Date. Claimant further reserves the right to file additional proofs of claim or applications for allowance of administrative expenses or other priority status in this or any other proceeding arising from or related to the claims described herein, including for treatment as provided in section 503(b) of the Bankruptcy Code.

10. In executing and filing this Proof of Claim, Claimant does not waive any obligation owed to Claimant by BLMIS or any past, present or future breaches of agreements by BLMIS. Claimant further does not waive, and this Proof of Claim shall not be deemed or construed to waive, any claims or right to assert any claims, or preserve any remedies, Claimant has against BLMIS or its affiliates, whether arising from or related to transactions described herein or otherwise. Claimant believes such claims are substantial and reserves all of its rights and remedies in connection therewith. In particular, and without limitation, Claimant reserves all of his rights with respect to all claims for fraudulent inducement against the Debtor concerning the Claimant's investment of \$5,000,000 in Madoff Securities International Ltd.

11. The filing of this Proof of Claim is not and shall not be deemed or construed as: (a) a waiver or release of Claimant's rights against any person, entity, or property; (b) a consent by Claimant to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Claimant; (c) a waiver or release of Claimant's right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a consent by Claimant to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (e) a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or

proceedings entered only after *de novo* review by a United States District Court Judge; (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in this case against or otherwise involving Claimant; or (g) an election of remedies.

12. All notices regarding this Proof of Claim should be sent to: Andrew Madoff, [REDACTED] with copies to Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019-6064, Telephone: (212) 373-3000, Attention: Martin Flumenbaum.

THE FOREGOING CLAIM IS TRUE AND ACCURATE TO THE BEST OF MY INFORMATION AND BELIEF.

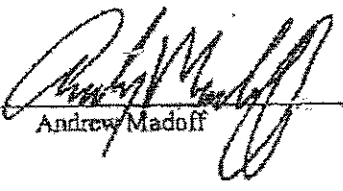

Andrew Madoff

Exhibit A

PORTFOLIO DISPLAY

ACCOUNT#-> IM0005 3 ANDREW MADOFF	From: 1/01/04 to 1/31/05
Initial Investment----->	14,005,877.82CR
Prof Under Benchmark Return Prv Yr ---->	13,978,199.51
Adjustments----->	
Capital Additions----->	
Capital Withdrawals----->	
Net Working Capital----->	14,005,877.82CR
Benchmark Return of 24 % For 366 Days-->	3,370,620.02CR
Capital Gains/Losses----->	
Dividends/Interest----->	
Realized P/L----->	
Unrealized P/L----->	
Profits Withdrawn----->	
Over/Under Benchmark Return(This Year)-->	3,370,620.02
Current Cash Balance----->	31CR
Market Value of Open Positions----->	27,678.00
Total Equity----->	27,678.31CR

PRIOR YEAR END EQUITY-----> 27,678.31CR
ANNUALIZED RETURN FOR CURRENT YEAR--> DO %

Buying Power 28 Over/Under 17,349-

Cmd 3 = EXIT

New York, NY 10022
 Tel: (212) 238-5036
 Fax: (212) 512-4061

BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York • London

金 融 學 院 附 屬 中 學

2200T AM
16 HIGT SAKKRY
WHL 583

DATE	DESCRIPTION OF THE INVESTMENT	AMOUNT INVESTED	DATE OF PURCHASE	TIME	DISCOUNT	PRICE PER SHARE	AMOUNT RECEIVED	AMOUNT OF GAIN OR LOSS
12-31	BALANCE FORWARD							
12-31	NEW BALANCE							
	SECURITY POSITIONS							
	FIDELITY PURCHASE							
	U S TREASURY MONEY MARKET							
	CASH VALUE OF SECURITIES							
	LONG							
	SHORT							
	21,478.00							

100

Exhibit B

Form W-2 Wage and Tax Statement 2008 Employer's name (print or type) Edward L. Madoff Investment Securities LLC 285 Third Avenue New York, NY 10022		Employer's identification number (EIN) 13-0815000		To: Mr. Edward L. Madoff Employee's name (print or type) Edward L. Madoff Social Security number (SSN) 1-5784-01		1 Wages, tips, other compensation 1898150.00		2 Federal income tax withheld 58521.32	
3 Social Security wages 182000.00		4 Social Security tax withheld 5324.00		5 Medicare wages and tips 2011850.00		6 Medicare tax withheld 29168.93		7 State income tax 0.00	
8 State income tax 0.00		9 State income tax 0.00		10 Dependent care benefits 0.00		11 Dependent care benefits 0.00		12 Other benefits for 2008 0.00	
13 Health, dental, vision, and other benefits 0.00		14 Health, dental, vision, and other benefits 0.00		15 Other benefits for 2008 0.00		16 Other benefits for 2008 0.00		17 Other benefits for 2008 0.00	
18 Other benefits for 2008 0.00		19 Other benefits for 2008 0.00		20 Other benefits for 2008 0.00		21 Other benefits for 2008 0.00		22 Other benefits for 2008 0.00	
23 Other benefits for 2008 0.00		24 Other benefits for 2008 0.00		25 Other benefits for 2008 0.00		26 Other benefits for 2008 0.00		27 Other benefits for 2008 0.00	
28 Other benefits for 2008 0.00		29 Other benefits for 2008 0.00		30 Other benefits for 2008 0.00		31 Other benefits for 2008 0.00		32 Other benefits for 2008 0.00	

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13 Health, dental, vision, and other benefits 0.00		14 Health, dental, vision, and other benefits 0.00		15 Other benefits for 2008 0.00		16 Other benefits for 2008 0.00		17 Other benefits for 2008 0.00	
18 Other benefits for 2008 0.00		19 Other benefits for 2008 0.00		20 Other benefits for 2008 0.00		21 Other benefits for 2008 0.00		22 Other benefits for 2008 0.00	
23 Other benefits for 2008 0.00		24 Other benefits for 2008 0.00		25 Other benefits for 2008 0.00		26 Other benefits for 2008 0.00		27 Other benefits for 2008 0.00	
28 Other benefits for 2008 0.00		29 Other benefits for 2008 0.00		30 Other benefits for 2008 0.00		31 Other benefits for 2008 0.00		32 Other benefits for 2008 0.00	

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18 Other benefits for 2008 0.00		19 Other benefits for 2008 0.00		20 Other benefits for 2008 0.00		21 Other benefits for 2008 0.00		22 Other benefits for 2008 0.00	
23 Other benefits for 2008 0.00		24 Other benefits for 2008 0.00		25 Other benefits for 2008 0.00		26 Other benefits for 2008 0.00		27 Other benefits for 2008 0.00	
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18 Other benefits for 2008 0.00		19 Other benefits for 2008 0.00		20 Other benefits for 2008 0.00		21 Other benefits for 2008 0.00		22 Other benefits for 2008 0.00	
23 Other benefits for 2008 0.00		24 Other benefits for 2008 0.00		25 Other benefits for 2008 0.00		26 Other benefits for 2008 0.00		27 Other benefits for 2008 0.00	
28 Other benefits for 2008 0.00		29 Other benefits for 2008 0.00		30 Other benefits for 2008 0.00		31 Other benefits for 2008 0.00		32 Other benefits for 2008 0.00	

Bernard L. Madoff Investment Securities LLC
Case No 08-01789-BRL
U.S. Bankruptcy Court for the Southern District of New York
Claim Number 100428

PROOF OF CLAIM

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE

BERNARD L. MADOFF
INVESTMENT SECURITIES LLC,

Debtor.

) Adv. Proc. No. 08-01789-BRL

) Amount of Claim \$53,848,721.06

) Claimed As: ☒ General Unsecured
) ☒ Priority (see Paragraph 10)
) ☐ Secured (see Paragraph 9)

RECEIVED

JUL 06 2009

1. Name of Creditor
(Print or Type):

Mark Madoff

Mailing Address:

City State Zip Code:

2. The debtor was, at the time of the filing of the petition initiating this case, and still is indebted (or liable) to this claimant in the sum of \$53,848,721.06.

3. The consideration for this debt (or ground of liability) is as follows:

Services Rendered – See Attachment

4. (If the claim is founded on writing.) The writing on which this claim is founded (or a duplicate thereof) is attached hereto (or cannot be attached for the reason set forth in the following statement).

5. (If appropriate,) This claim is founded on an open account, which became (or will become) due on _____, as shown by the itemized statement attached hereto. Unless it is attached hereto or its absence is explained in an attached statement, no note or other negotiable instrument has been received for the account or any part of it.

PROOF OF CLAIM) CLAIM NUMBER
)

-
6. No judgment has been rendered on the claim except:

-
7. The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

-
8. This claim is not subject to any set-off or counterclaim except:

-
9. No security interest is held for this claim except:

(If security interest in property of the debtor is claimed) The undersigned claims the security interest under the writing referred to in paragraph 4 hereof. Evidence of perfection of such security interest is also attached hereto.

-
10. This claim is an unsecured claim, except to the extent that the security interest, if any, described in paragraph 9 is sufficient to satisfy the claim. It is not entitled to priority unless the reason for priority and the amount claimed as priority is set forth below.

\$10,950 is an allowed unsecured claim entitled to priority under 11 U.S.C. § 507(a)(4)(A).

11. If claimant has obtained this claim by assignment, a copy or explanation of said assignment is attached hereto.

Name of Creditor (PRINT OR TYPE) Mark Madoff

Signature: 

Title (Corporate Officer, Partner, or Agent): Employee/director

**IT IS A VIOLATION OF FEDERAL LAW TO FILE A FRAUDULENT CLAIM. CONVICTION
CAN RESULT IN A FINE OF NOT MORE THAN \$50,000 OR IMPRISONMENT FOR NOT
MORE THAN 5 YEARS OR BOTH.**

**ATTACHMENT TO PROOF OF CLAIM OF
MARK MADOFF**

1. On December 15, 2008 (the "Filing Date"), the Honorable Louis L. Stanton, United States District Court Judge for the Southern District of New York, entered the Order Commencing Liquidation (the "Liquidation Order") with respect to Bernard L. Madoff Investment Securities, LLC ("BLMIS" or the "Debtor") pursuant to the provisions of the Securities Investor Protection Act of 1970, 15 U.S.C. § 78aaa *et seq.*, as amended ("SIPA"). Pursuant to the Liquidation Order, the BLMIS proceeding (the "SIPA Proceeding") was removed to the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") in the case captioned *Securities Investment Protection Corporation v. Bernard L. Madoff Investment Securities, LLC*, Adv. Proc. No. 08-01789 (SIPA) (Bankr. S.D.N.Y. 2008).

2. On December 23, 2008, the Bankruptcy Court entered the Order *Approving Form and Manner of Publication and Mailing of Notices; Specifying Procedures for Filing, Determination, and Adjudication of Claims; and Providing Other Relief* (the "SIPA Bar Date Order") which, *inter alia*, established July 2, 2009, as the deadline (the "SIPA Bar Date") by which all creditors of BLMIS must file proofs of claim in the Debtor's SIPA Proceeding.

3. On June 9, 2009, the Honorable Burton R. Lifland, United States Bankruptcy Court Judge for the Southern District of New York, entered the *Consent Order Substantively Consolidating the Estate of Bernard L. Madoff into the SIPA Proceeding of Bernard L. Madoff Investment Securities LLC and Expressly Preserving All Rights, Claims and Powers of Both Estates* (the "Consolidation Consent Order"). Pursuant to the

Consolidation Consent Order, Bernard L. Madoff's Chapter 7 Case, No. 09-11893 (BRL) (the "Madoff Chapter 7 Case"), was substantively consolidated with the SIPA Proceeding.

4. This Proof of Claim is accordingly filed by and on behalf of Mark Madoff (the "Claimant") for monies owing to him by BLMIS for services performed by the Claimant as a director in the proprietary trading and market making businesses of BLMIS and for Claimant's claims for fraudulent inducement against the Debtor concerning Claimant's investment in Madoff Securities International Ltd.

5. This amount constitutes (1) the balance of Claimant's Deferred Compensation Account which was maintained at BLMIS (Account No. 1-M0009-3) ("Deferred Compensation Account") (\$44,815,520; most recent available statement attached as Exhibit A); (2) Claimant's salary payment for December 1, 2008 through December 11, 2008 (\$33,201.06; 2008 W-2 tax statement attached as Exhibit B); (3) Claimant's 2007 bonus (\$2,000,000); (4) Claimant's 2008 bonus (\$2,000,000); and (4) Claimant's investment in Madoff Securities International Ltd. (\$5,000,000).

6. Reference is made to the *Madoff General Claim Form* to which this attachment is made (the "Madoff General Claim Form"). As set forth therein, as of the filing of this Proof of Claim, BLMIS was, and still is, indebted and/or liable to the Claimant for cash in an amount of no less than \$53,848,721.06 arising from BLMIS's obligation to pay the Claimant the amounts accrued in Claimant's Deferred Compensation Account, as well as Claimant's December 2008 salary, 2007 and 2008 bonuses, and Claimant's investment in Madoff Securities International Ltd.

7. In addition, Claimant hereby asserts a contingent claim in respect of the possible assertion of any avoidance cause of action (or any similar cause of action seeking

recovery of any transfers to Claimant) against Claimant and a claim, in an amount to be determined, based upon the avoidance of transfers to Claimant; provided, however, that Claimant's assertion of such claims shall not constitute an admission of any kind whatsoever by Claimant of the avoidability of any transfers made to Claimant or any wrongdoing on Claimant's part.

* * * * *

8. Claimant has filed this Proof of Claim under compulsion of the SIPA Bar Date Order and to protect Claimant from forfeiture of its claim against the Debtor by reason of the SIPA Bar Date. Claimant hereby expressly reserves the right to amend and/or supplement this Proof of Claim at any time and in any manner, including, without limitation to assert claims for interest, fees, penalties, charges, attorneys fees and expenses accrued before or after the Filing Date. Claimant further reserves the right to file additional proofs of claim or applications for allowance of administrative expenses or other priority status in this or any other proceeding arising from or related to the claims described herein, including for treatment as provided in section 503(b) of the Bankruptcy Code.

9. In executing and filing this Proof of Claim, Claimant does not waive any obligation owed to Claimant by BLMIS or any past, present or future breaches of agreements by BLMIS. Claimant further does not waive, and this Proof of Claim shall not be deemed or construed to waive, any claims or right to assert any claims, or preserve any remedies, Claimant has against BLMIS or its affiliates, whether arising from or related to transactions described herein or otherwise. Claimant believes such claims are substantial and reserves all of its rights and remedies in connection therewith. In particular, and without

limitation, Claimant reserves all of his rights with respect to all claims for fraudulent inducement against the Debtor concerning the Claimant's investment of \$5,000,000 in Madoff Securities International Ltd.

10. The filing of this Proof of Claim is not and shall not be deemed or construed as: (a) a waiver or release of Claimant's rights against any person, entity, or property; (b) a consent by Claimant to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Claimant; (c) a waiver or release of Claimant's right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a consent by Claimant to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (e) a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or proceedings entered only after *de novo* review by a United States District Court Judge; (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in this case against or otherwise involving Claimant; or (g) an election of remedies.

11. All notices regarding this Proof of Claim should be sent to: Mark Madoff, [REDACTED] with copies to Paul, Weiss,

Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York
10019-6064, Telephone: (212) 373-3000, Attention: Martin Flumenbaum.

THE FOREGOING CLAIM IS TRUE AND ACCURATE TO THE BEST OF MY
INFORMATION AND BELIEF.


Mark Madoff

Exhibit A

五 蘇 州

AM STILES ROAD, 14222

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WILSON, J. W. 1963. The ecology of the Great Lakes. *Ecology* 44: 23-32.

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Exhibit B

Form W-2 Wage and Tax Statement 2008 Department of the Treasury—Internal Revenue Service Safe, accurate, FAST! Use FAST	
To the Federal, State, City or Local Income Tax Return. For the 2008 tax year.	
1. Employer's name, address, and ZIP code Bernard L. Markel Investment Securities LLC 805 Third Avenue New York, NY 10022	2. Federal income tax withheld 322783.43
3. Employee's name, address, and ZIP code Mark Markel [Redacted]	4. Social Security number 8324.00
5. Employer's name, address, and ZIP code Bernard L. Markel Investment Securities LLC 805 Third Avenue New York, NY 10022	6. State income tax withheld 14618.18
7. Social Security tax 102000.00	8. Medicare tax 1008150.00
9. Dependent care benefit 15500.00	10. Other health plan 8350.00
11. Health plan 7500.00	12. Other health plan 8350.00
13. State income tax 892850.00	14. Local income tax 36228.00
15. Total income tax 72062.21	16. Total income tax 892850.00

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